

REC'D TN
REGULATORY AUTH.

BellSouth Telecommunications, Inc.
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Nashville, TN 37201-3300

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Guy M. Hicks
General Counsel

OFFICE OF THE
EXECUTIVE SECRETARY

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December 10, 2001

Mr. David Waddell, Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and NewSouth Communications Corp. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*

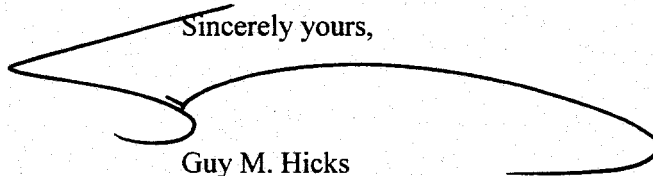
Docket No. ~~01-00680~~ 01-01100

Dear Mr. Waddell:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, NewSouth Communications Corp. and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and thirteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated May 18, 2001. The Amendment revises Attachment 2 to the Agreement.

Thank you for your attention to this matter.

Sincerely yours,



Guy M. Hicks

cc: Senior Vice President of Network Planning & Provisioning, NewSouth Communications, Corp.

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and NewSouth Communications Corp. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. 01-00680-01-0100

PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND NEWSOUTH COMMUNICATIONS CORP.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, NewSouth Communications Corp. ("NewSouth") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated May 18, 2001 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, NewSouth and BellSouth state the following:

1. NewSouth and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to NewSouth. The Interconnection Agreement was filed with the Tennessee Regulatory Authority ("TRA") on August 1, 2001 for approval.

2. The parties have recently negotiated an Amendment to the Agreement which modifies Attachment 2 of the Agreement. A copy of the Amendment is attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, NewSouth and BellSouth are submitting their Amendment to the TRA for its consideration and approval.

The Amendment provides that either or both of the parties is authorized to submit this Amendment to the TRA for approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and NewSouth within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. NewSouth and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

NewSouth and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 11th day of Dec., 2001.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

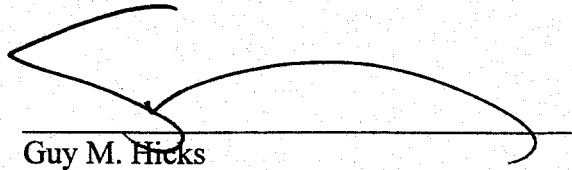
By: 

Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail on the 11th day of Dec, 2001:

Senior Vice President of Network
Planning & Provisioning
NewSouth Communications, Corp.
NewSouth Center
Two N. Main Street
Greenville, SC 29601



Guy M. Hicks

AMENDMENT TO
INTERCONNECTION AGREEMENT BETWEEN
BELLSOUTH TELECOMMUNICATIONS, INC.
AND NEWSOUTH COMMUNICATIONS CORP.
DATED MAY 18, 2001

This Agreement (the "Amendment") is made and entered into between BellSouth Telecommunications, Inc. ("BellSouth") a Georgia corporation, and NewSouth Communications Corp ("NewSouth") a Delaware corporation and shall be deemed effective as of the date of the last signature of both Parties ("Effective Date").

WHEREAS, The Parties desire to amend that certain Interconnection Agreement between BellSouth and NewSouth dated May 18, 2001 (the "Interconnection Agreement");

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, BellSouth and NewSouth hereby covenant and agree as follows:

1. The Parties agree to delete in its entirety Exhibit C to Attachment 2 of the Agreement and replace it with the new Exhibit C, which is attached hereto and incorporated herein by this reference.
2. The Parties agree to delete Sections 4 and 5 of Attachment 2 of the Agreement and replace them with the new Sections 4 and 5 contained in Exhibit A to this Amendment, which is attached hereto and incorporated herein by this reference.
3. The Parties agree that all of the other provisions of the Interconnection Agreement, dated May 18, 2001 shall remain in full force and effect.
4. Either or both of the Parties is authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the data indicated below.

BellSouth Telecommunications, Inc.

NewSouth Communications Corp

C.W. Boltz
Signature

Jake E. Jennings
Signature

C.W. BOLTZ
Name

Jake E. Jennings
Name

MANAGING DIRECTOR
Title

Vice President - Regulatory Affairs
Title

9-24-01
Date

September 19, 2001
Date